

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

REVOCATION OF PREVIOUS POWER
OF ATTORNEY AND NEW POWER OF ATTORNEY/
STATEMENT UNDER 37 CFR 3.73(b)

Applicant: Goldman, Sachs & Co.

Applications: (See Below)

Commissioner for Patents
P.O. Box 1450
Alexandria, VA 22313-1450

Sir:

(1) I hereby revoke all previous powers of attorney or authorizations of agent in the below-identified applications.

(2) On behalf of Goldman, Sachs & Co., I state that I am the Assignee of record of the entire interest of the below-identified applications (evidence of my authority is shown on the attached Letter of Authority). This is evidenced by assignments from the inventor(s) of the patent applications identified below. The assignments were recorded in the United States Patent and Trademark Office at the Reel/Frame listed below.

| U.S. Application No. | Filing Date | Assignment Reel/Frame/Date | Attorney Docket No. |
|----------------------|-------------|-------------------------------|---------------------|
| 10/074,584 | 02/12/02 | 012885/0218 – 05/10/02 | G08.018 |
| 10/278,380 | 10/23/02 | 013366/0400 – 01/17/03 | G08.031/U |
| 10/135,623 | 04/30/02 | 013060/0378 – 07/08/02 | G08.034 |
| 10/459,655 | 06/11/03 | 013855/0621 – 08/06/03 | G08.035/U |
| 09/772,427 | 01/30/01 | 012113/0790 – 08/27/01 | G08.081 |
| 09/812,627 | 03/20/01 | 012127/0035 – 08/27/01 | G08.124 |
| 09/812,628 | 03/20/01 | 012113/0809 – 08/27/01 | G08.126 |
| 09/825,470 | 04/02/01 | 012077/0840 – 08/27/01 | G08.127 |
| 09/919,413 | 07/31/01 | 012207/0983 – 09/28/01 | G08.128 |
| 10/801,438 | 03/15/04 | 014866/0856 – 07/19/04 | G08.129/U |
| 10/775,868 | 02/10/04 | 014689/0566 – 06/04/04 | G08.130/U |
| 10/304,909 | 11/26/02 | 013643/0827 – 05/12/03 | G08.131/U |
| 10/263,430 | 10/02/02 | N/A | G08.132 |
| 10/730,224 | 12/08/03 | 014470/0012 – 09/29/04 | G08.133/U |
| 09/974,212 | 10/09/01 | 013676/0943 – 05/23/03 | G08.134 |
| 10/464,168 | 06/17/03 | 013869/0524 – 08/12/03 | G08.135/U |
| 10/021,124 | 10/30/01 | 012880/0938 – 05/07/02 | G08.136 |
| 10/385,557 | 03/11/03 | 013855/0612 – 08/06/03 | G08.137 |
| 10/313,202 | 12/06/02 | 013388/0087 – 01/27/03 | G08.138/U |
| 10/456,000 | 06/06/03 | 013869/0646 – 08/13/03 | G08.139/U |
| 10/463,918 | 06/18/03 | 013946/0070 – 09/05/03 | G08.140/U |
| 10/633,080 | 08/01/03 | 014121/0807 – 11/12/03 | G08.141/U |
| 10/626,683 | 07/24/03 | 014237/0447 – 01/06/04 | G08.142/U |
| 10/465,435 | 06/19/03 | 013918/0588 – 08/27/03 | G08.143/U |
| 10/459,258 | 06/11/03 | 013918/0025 – 08/26/03 | G08.144/U |
| 10/625,049 | 07/22/03 | 014237/0328 – 01/06/04 | G08.145/U |
| 10/713,421 | 11/14/03 | 014414/0591 – 03/10/04 | G08.146/U |
| 10/801,238 | 03/15/04 | 015206/0383 – 10/01/04 | G08.147/U |
| 10/464,601 | 06/18/03 | 013855/0490 – 08/05/03 | G08.148/U |
| 10/737,217 | 12/15/03 | 014569/0368 – 04/27/04 | G08.150/U |
| 09/723,694 | 11/28/00 | 011918/0135 – 06/12/01 | G08.151/U |
| 09/724,075 | 11/28/00 | 011917/0700 – 03/12/01 | G08.155 |

(3) I hereby appoint the following attorney(s) and/or agent(s) to prosecute these applications and transact all business in the Patent and Trademark Office connected therewith:

PTO Customer Number 28062

Patrick J. Buckley (Reg. No. 40,928);

Randolph P. Calhoun (Reg. No. 45,371);

Richard S. Finkelstein (Reg. No. 56,534);

Nathaniel Levin (Reg. No. 34,860);
Kurt M. Maschoff (Reg. No. 38,235); and
Nandu A. Talwalkar (Reg. No. 41,339);

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Respectfully submitted,



GOLDMAN, SACHS & CO.



Gregory K. Palm
Managing Director

10/5/06

Date

THE GOLDMAN, SACHS & CO. L.L.C.

Assistant Secretary's Certificate

I, JULIE M. ABRAHAM, an Assistant Secretary of The Goldman, Sachs & Co. L.L.C. (the "Company"), a Delaware limited liability company and a general partner of Goldman, Sachs & Co., a New York limited partnership, hereby certify that:

(a) Attached hereto as Annex A is a true copy of a resolution duly adopted by the members of the Company by written action as of November 30, 1996 granting the Chief Executive Officer of the Company the power, from time to time, to name persons as Managing Directors of Goldman, Sachs & Co.; such resolution has not been amended, modified or rescinded, remains in full force and effect and is the only such resolution adopted by the members or the Directors of the Company or the partners of Goldman, Sachs & Co. relating to the appointment of Managing Directors of Goldman, Sachs & Co.; and

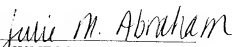
(b) Attached hereto as Annex B is a true copy of the appointment and delegation of authority, dated as of July 25, 2006 executed by the Chief Executive Officer of the Company and naming the persons listed thereon as Managing Directors of Goldman, Sachs & Co. and delegating to such persons the power to carry out the business of Goldman, Sachs & Co.; such appointment and delegation of authority has not been amended, modified or rescinded and remains in full force and effect; and

(c) Attached hereto as Annex C is a true copy of resolutions duly adopted by the Directors of the Company appointing each person named in such resolutions as an officer or authorized person of the Company in the capacity set forth therein; such resolutions have not been amended, modified or rescinded, remain in full force and effect and are the only such resolutions adopted by the members or the Directors of the Company or the partners of Goldman, Sachs & Co. relating to the appointment of officers or authorized persons of the Company which are in full force and effect.

(d) Attached hereto as Annex D is a true copy of Article I, Paragraph 1 of Goldman, Sachs & Co.'s Memorandum of Agreement, amended and restated as of November 30, 1996, as amended, which remains in full force and effect.

IN WITNESS WHEREOF, I have hereunto signed my name.

Dated: September 11, 2006


Name: JULIE M. ABRAHAM
Title: Assistant Secretary

ANNEX A

Resolution of the Members of
The Goldman, Sachs & Co. L.L.C.
Adopted by Written Action
as of November 30, 1996

The following resolution was adopted by the members of The Goldman, Sachs & Co. L.L.C. (the "Company") by written action as of November 30, 1996:

FURTHER RESOLVED, that the Chief Executive Officer of the Company shall have the power, from time to time, as such Chief Executive Officer shall deem appropriate for the purposes of carrying out the business of Goldman, Sachs & Co., to name persons as Managing Directors of Goldman, Sachs & Co.

Annex B

Appointment and Delegation of Authority

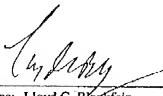
The undersigned, Lloyd C. Blankfein, the Chief Executive Officer of The Goldman, Sachs & Co. L.L.C., a Delaware limited liability company (the "Company") and a general partner of Goldman, Sachs & Co., a New York limited partnership, pursuant to the resolutions of the members of the Company adopted as of November 30, 1996, does hereby:

- (i) name each person listed on Exhibit A hereto as a Managing Director of Goldman, Sachs & Co. to hold office for so long as such person is an employee of Goldman, Sachs & Co. or an affiliate thereof or until removed by an appointment and delegation of authority of the duly appointed Chief Executive Officer of the Company that supersedes this appointment and delegation of authority or until such person's resignation; and
- (ii) delegate to each such person while a Managing Director the power to carry out the business of Goldman, Sachs & Co.

This Appointment and Delegation of Authority supersedes all prior Appointments and Delegations of Authority.

IN WITNESS WHEREOF, Lloyd C. Blankfein has caused this appointment and delegation of authority to be delivered on the date indicated below.

Dated: July 25, 2006



Name: Lloyd C. Blankfein
Title: Chief Executive Officer

EXHIBIT A
(7/25/06)

Managing Directors of Goldman, Sachs & Co.

Paul R. Aaron
Peter C. Aberg
Hilary E. Ackermann
Charles F. Adams
Jeffrey D. Adams
Ben I. Adler
Nick S. Advani
Gregory A. Agran
Raanan A. Agus
Andrew W. Alford
Analisa M. Allen
Thomas K. Amster
Elizabeth D. Anderson
William D. Anderson, Jr.
John G. Andrews
Douglas M. Angstrom
Lori B. Appelbaum
William W. Archer
Philip S. Armstrong
Lori H. Arndt
Rachel Ascher
Armen A. Avanesians
Dean C. Backer
Charles Baillie
Dolores S. Barnford
William J. Bannon
Benjamin C. Barber
Jeffrey D. Barnett
Scott B. Barringer
Steven M. Barry
Stacy Bash-Polley
Jonathan A. Beinert
Janet L. Bell
Stephanie K. Bell-Rose
Jordan M. Bender
Tracy E. Benford
Slim C. Bentami
Susan M. Benz
Kenneth T. Berents
Michael G. Berini

Milton R. Berlinski
Andrew S. Berman
Frances R. Bermanzohn
Stuart N. Bernstein
Robert A. Berry
John D. Bertuzzi
Elizabeth E. Beshel
Gaurav Bhandari
Leslie A. Biddle
Lloyd C. Blankfein
Vivek Bohra
David R. Boles
Marjorie Boliscar
Ralane F. Bonn
Douglas L. Borden
J. Theodore Borter
Susan G. Bowers
John E. Bowman III
Martin Brady
Lester R. Brafman
Michael J. Brandmeyer
Thomas C. Brasco
Andrew I. Braun
Alan J. Brazil
Anne P. Brennan
John J. Breyo
Timothy J. Bridges
Tony M. Brincey
Patrick T. Briody
Samuel S. Britton
Craig W. Broderick
Clifford V. Brokaw IV
Adam J. Brooks
Russell A. Broome
Torrey J. Browder
Cynthia A. Brower
Derek T. Brown
Melissa R. Brown
Samantha R. Brown
Nancy D. Browne

Peter D. Brundage
 Steve M. Bunkin
 Steven M. Bunson
 Mark J. Buono
 Elizabeth M. Burban
 Randall S. Burkert
 Joseph M. Busuttill
 George H. Butcher III
 Edin Buturovic
 Jason G. Calully
 Anthony Cammarata, Jr.
 Gerald J. Cardinale
 Gregory B. Carey
 Mark M. Carhart
 David C. Carlebach
 Valentino D. Carlotti
 Margarita A. Carmody
 Anthony H. Carpet
 Michael J. Carr
 Mark Carroll
 Chris Casciato
 Christopher L. Castello
 John W. Cembrook
 Eduardo Centola
 Robert J. Ceremak, Jr.
 Amy L. Chasen
 Martin R. Chavez
 Andrew A. Chisholm
 W. Reed Chisholm II
 Thomas V. Cholnoky
 Robert J. Christie
 John Chrysikopoulos
 Jane P. Chwick
 James B. Clark
 Kent A. Clark
 Kelly C. Coffey
 Abby Joseph Cohen
 Alan M. Cohen
 Gary D. Cohn
 Christopher A. Cole
 Timothy J. Cole
 Scott Coleman
 Denis P. Coleman III
 Marcus R. Colwell
 Peter H. Comisar
 Laura C. Conigliaro

Thomas V. Conigliaro
 William J. Conley, Jr.
 Thomas G. Connolly
 Frank T. Connor
 Ian C. Connor
 Linnea K. Conrad
 Edith W. Cooper
 Kenneth W. Coquillette
 Colin J. Corgan
 Thomas W. Cornacchia
 Henry Cornell
 E. Gerald Corrigan
 Ann S. Costello
 Frank L. Coulson, Jr.
 James V. Covello
 Randolph L. Cowen
 Brahm S. Cramer
 Michael J. Crinieri
 Michael L. Crowl
 John W. Curtis
 Linda S. Daines
 Paul B. Daitz
 Jeffrey F. Daly
 John S. Daly
 Stephen D. Daniel
 Kent D. Danicl
 Frederick C. Darling
 Matthew S. Darnall
 David H. Dase
 Michael C. Dawley
 Giorgio De Santis
 Bradley S. DeFoor
 Mark F. Dehnert
 James Del Favero
 Thomas F. Dempsey
 Mark E. DeNatale
 Armando A. Diaz
 Ahmad B. Dik
 Joseph P. DiSabato
 Michele I. Docharty
 Albert F. Dombrowski
 Katinka I. Domotorffy
 Suzanne O. Donohoe
 James H. Donovan
 Jana Hale Doty
 Keith Douglas

Thomas M. Dowling
 Daniel A. Dreyfus
 Donald J. Duct
 Brian J. Duffy
 Brian F. Duggan
 Karlo J. Duvnjak
 Jay S. Dweck
 Michael L. Dweck
 Kirsten A. Dzialga
 Todd B. Eagle
 David C. Earling
 Seaborn S. Eastland
 Kenneth M. Eberts III
 Paul S. Efron
 Herbert E. Ehlers
 Robert K. Ehdin
 John E. Eisenberg
 David P. Eisman
 Gregory H. Ekizian
 Kathy G. Elssesser
 Glenn D. Engel
 Katherine B. Enquist
 Earl S. Enzer
 James P. Esposito
 Michael P. Esposito
 Bruce J. Evans
 Mark Evans
 William J. Fallon
 Jess T. Fardella
 Elizabeth C. Fascitelli
 Matthew J. Fassler
 Jeffrey F. Fastov
 Nigel K. Faulkner
 Regina M. Feeney
 Norman Feit
 Stephan J. Feldgoise
 Steven M. Feldman
 Patrick J. Fels
 Laurie R. Ferber
 Jose M. Fernandez
 Gail S. Fierstein
 Gregory A. Finck
 Samuel W. Finkelstein
 Peter E. Finn
 Howard Fisher
 David A. Fishman

David L. Fishman
 James A. Fitzpatrick
 Mark B. Flodian
 Elisabeth Pontenelli
 Elizabeth J. Ford
 Silverio Foresi
 Edward C. Forst
 Colleen A. Foster
 Linda M. Fox
 Oliver L. Frankel
 Jeffrey S. Frase
 Orit P. Freedman
 Barry J. Friedman
 Richard A. Friedman
 Thomas G. Fruge
 Robert K. Frumkes
 C. Douglas Fuge
 Timothy T. Furey
 Dino Fusco
 Enrico S. Gaglioti
 Timur R. Galen
 Sean J. Gallagher
 Ivan C. Gallegos Rivas
 Kristin Friesch Gannon
 Guillermo Garcia
 Kevin S. Gasvoda
 Richard A. Genna
 Paul E. Germain
 Kenneth K. Gershenfeld
 Scott A. Gieselman
 Gary T. Giglio
 H. John Gilbertson, Jr.
 Michelle Gill
 Nicholas G. Giordano
 Joseph H. Giebertman
 Alicia K. Glen
 Nancy S. Gloor
 Justin G. Gmelich
 Jeffrey B. Goldenberg
 Rachel C. Golder
 Court E. Golumbic
 James Gomez
 Gregg A. Gonsalves
 Francisco X. Gonzalez
 Larry J. Goodwin
 Andrew M. Gordon

Robert D. Gottlieb
Gregory M. Gould
Maria M. Grant
Eldridge F. Gray
Michael J. Graziano
David J. Greenwald
Peter W. Grieve
Michael J. Grimaldi
Peter Gross
Kevin J. Guidotti
Arun M. Gunewardena
Celeste A. Guth
Vladimir M. Gutin
Jason R. Haas
John D. Haase
Edward G. Hadden
Erol Hakanoglu
Thomas E. Halverson
Elizabeth M. Hammack
Mark K. Hancock
Mary L. Harmon
Roger C. Harper
A. John Hass
Jan Hatzius
Edward A. Hazel
Douglas C. Heidt
David B. Heller
William L. Hemphill
David P. Hennessey
Peter C. Herbert
Bruce A. Heyman
Stephcn P. Hickey
McIna E. Higgins
Joanne M. Hill
Nigel R. Hill
Donald W. Himpele
Kenneth L. Hirsch
Kenneth W. Hitchner
Maykin Ho
Timothy E. Hodgson
Christopher G. Hogg
Todd Hohman
Margaret J. Holen
Daniel E. Holland III
Teresa E. Holliday
Dane E. Holmes

Robert M. Holt III
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Sean C. Hoover
Jay D. Horne
Robert D. Hormats
James P. Houghton
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Mark Howard-Johnson
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Alastair J. Hunt
Edith A. Hunt
Christopher E. Hussey
Robert P. Incorvaia
Toni-Dara Infante
Francis J. Ingrassia
Timothy J. Ingrassia
Leonid Ioffe
Raymond J. Iwanowski
Walter A. Jackson
William L. Jacob III
Robert K. Jacobsen
James A. Jacobson
Roma A. Jakiwczuk
David L. Jasper
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Peter T. Johnston
Andrew J. Jonas
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Robert C. Jones
Kevin M. Jordan
Roy R. Joseph
Kenneth L. Josselyn
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 Hugh J. Lawson
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Geoffrey C. Lee
 George C. Lee
 Gregory D. Lee
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 Jack Levy
 Tobin V. Levy
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 Sanjeev K. Mehra
 Avinash N. Mehrotra
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 Bruce H. Mendelsohn
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 Milton R. Millman III
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 Tosa Ogborno
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 Timothy J. O'Reilly
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 Peter J. Ort
 James B. Otness
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 Craig William Packer
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Mark Perwien
Bruce B. Petersen
David B. Philip
Todd J. Phillips
Stephen R. Pierce
Louis Piliego
Steven M. Pinkos
Louise Pitt
Carol V. Pledger
Cameron P. Poetzsch
Kenneth A. Pontarelli
Vijay C. Popat
Ellen R. Porges
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Lorin P. Radtke
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Michael J. Richman
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Kirk L. Rimer
Louisa G. Ritter
William M. Roberts
Marina L. Roesler
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Clifton P. Rose
David J. Rosenblum
Jacob D. Rosengarten
Ivan Ross
Michael J. Rost
Lisa A. Rotenberg
Marc A. Rothenberg
Stuart M. Rothenberg
Michael S. Rotter
David T. Rusoff
Paul M. Russo
Richard M. Ruzika
Michael D. Ryan
Pamela S. Ryan
Roy J. Salameh
Brian J. Saluzzo
J. Michael Sanders
Muneer A. Satter
Robert W. Savage
Josephine Seesney
Susan J. Scher
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Stephen M. Scherr
Clare R. Scherer
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Clifford D. Schlesinger
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Jeffrey W. Schroeder
Matthew L. Schroeder
Eric S. Schwartz
Harvey M. Schwartz
Thomas M. Schwartz
David A. Schwimmer
Paul D. Scialla
Peter E. Scialla
Steven M. Scoppellito
John A. Sebastian
David D. Seebear
Lewis M. Seegal
Peter A. Seibold

Karen D. Seitz
Rebecca M. Shaghalian
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John P. Shaughnessy
John W. Shearburn
Daniel M. Shefter
David G. Shell
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David A. Shiffman
Abraham Shua
Keith A. Shultis
Michael H. Siegel
Ralph J. Silva
Harry Silver
Howard A. Silverstein
Victor R. Simone, Jr.
David T. Simons
Michael L. Simpson
Ravi M. Singh
Ravi Sinha
Barry Sklar
Jeffrey S. Sloan
Marshall Smith
Michael M. Smith
Sarah F. Smith
Norborne G. Smith III
John E. Smollen
Jonathan S. Sobel
Pekka L. Soininen
David M. Solomon
David Z. Solomon
Judah C. Sommer
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Daniel L. Sparks
Nicholas J. Spencer
Peter F. Spies
Marc A. Spilker
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James Sprayregen
Joseph P. Squeri
Alec P. Stais
Estia E. Stecher
Laurence Stein

Thomas J. Stein
Chase O. Stevenson
Richard J. Stungi
Raymond S. Stolz
John D. Storey
Raymond B. Strong III
Steven II. Strongin
Randolph A. Stuzin
Krishnamurthy Sudarshan
Christopher P. Sullivan
Patrick Sullivan
Ravi K. Sundaram
Richard J. Sussman
Damian E. Sutcliffe
Gary J. Sveva
Robert J. Sweeney
Michael J. Swenson
Gene T. Sykes
Adam L. Tactile
Thomas P. Takacs
Massimo Tassan-Solet
Eric N. Tavet
Teresa A. Teague
Greg W. Tebbe
Thomas D. Teles
David H. Tenney
Mark R. Tercek
Pawan Tewari
Cory W. Thackeray
Peter K. Tomozawa
Brian J. Toolan
John D. Tracy
Terrence P. Travis
Stephen S. Trevor
Byron D. Trott
Michael A. Troy
Donald J. Truesdale
Irene Y. Tse
Thomas E. Tuft
Greg A. Tusar
Robert Uhl
Suzette M. Unger
Kaysie P. Unjacke
Damian J. Valentino
Lucas van Praag
Ashok Varadhan

Philip J. Venables
Paul E. Vigilante
Robin A. Vince
David A. Vinlar
Andrea A. Vittorelli
Alejandro Vollbrecht-Hausen
Thomas A. Wagner
John E. Waldron
Paul Walker
Robert P. Wall
Theodore T. Wang
Alan S. Waxman
David M. Weil
John S. Weinberg
John C. Weingart
Gregg S. Weinstein
Scott R. Weinstein
Richard A. Weissmann
George W. Wellde, Jr.
Eileen M. White
Elisha Wiesel
C. Howard Wietschner
David D. Wildermuth
Edward R. Wilkinson
Oliver C. Will
Kevin L. Willens
Susan A. Willets
Todd A. Williams
John S. William
Dominic A. Wilson
Kendrick R. Wilson III
Joel M. Wine
Kurt D. Winkelmann
Jon Winkelried
Michael S. Wishart
Melinda B. Wolfe
Tracy R. Wolstencroft
Jon A. Woodruff
Anne Yang-Dwyer
W. Thomas York, Jr.
Thomas G. Young
Peter J. Zangari
Gregory Zenna
Joan H. Zief
Lauren J. Zucker

Annex C

THE GOLDMAN, SACHS & CO. L.L.C.

Written Consent of Directors

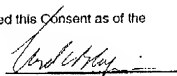
The undersigned, being Directors of THE GOLDMAN, SACHS & CO. L.L.C., a Delaware limited liability company (the "Company"), hereby take the following action in lieu of a meeting:

RESOLVED, that Lloyd C. Blankfein is hereby removed as President and Chief Operating Officer of the Company;

FURTHER RESOLVED, that the following persons are elected to hold the offices of the Company set forth opposite their respective names from the date hereof until their successors are elected and qualified or until their earlier resignation or removal or until such persons cease to be employed by The Goldman Sachs Group, Inc. ("GS") or any company controlled by or under common control with GS, with such officers having such powers and duties in the management of the Company as generally pertain to their respective offices:

| | |
|--------------------|---------------------------------------|
| Lloyd C. Blankfein | Chairman, Chief Executive Officer |
| Gary D. Cohn | President, co-Chief Operating Officer |
| Jon Winkelried | President, co-Chief Operating Officer |
| John S. Weinberg | Vice Chairman |

IN WITNESS WHEREOF, the undersigned have signed this Consent as of the 17th day of July, 2006.


Lloyd C. Blankfein

Gary D. Cohn

Suzanne Nora Johnson

John S. Weinberg

Jon Winkelried

THE GOLDMAN, SACHS & CO. L.L.C.**Written Consent of Directors**

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FURTHER RESOLVED, that the following persons are elected to hold the offices of the Company set forth opposite their respective names from the date hereof until their successors are elected and qualified or until their earlier resignation or removal or until such persons cease to be employed by The Goldman Sachs Group, Inc. ("GS") or any company controlled by or under common control with GS, with such officers having such powers and duties in the management of the Company as generally pertain to their respective offices:

| | |
|--------------------|---------------------------------------|
| Lloyd C. Blankfein | Chairman, Chief Executive Officer |
| Gary D. Cohn | President, co-Chief Operating Officer |
| Jon Winkelried | President, co-Chief Operating Officer |
| John S. Weinberg | Vice Chairman |

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Lloyd C. Blankfein

Gary D. Cohn

Suzanne Nora Johnson

John S. Weinberg

Jon Winkelried

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| | |
|--------------------|---------------------------------------|
| Lloyd C. Blankfein | Chairman, Chief Executive Officer |
| Gary D. Cohn | President, co-Chief Operating Officer |
| Jon Winkelried | President, co-Chief Operating Officer |
| John S. Weinberg | Vice Chairman |

IN WITNESS WHEREOF, the undersigned have signed this Consent as of the 17th day of July, 2006.

Lloyd C. Blankfein

Gary D. Cohn



Suzanne Nora Johnson

John S. Weinberg

Jon Winkelried

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RESOLVED, that Lloyd C. Blankfein is hereby removed as President and Chief Operating Officer of the Company;

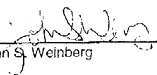
FURTHER RESOLVED, that the following persons are elected to hold the offices of the Company set forth opposite their respective names from the date hereof until their successors are elected and qualified or until their earlier resignation or removal or until such persons cease to be employed by The Goldman Sachs Group, Inc. ("GS") or any company controlled by or under common control with GS, with such officers having such powers and duties in the management of the Company as generally pertain to their respective offices:

| | |
|--------------------|---------------------------------------|
| Lloyd C. Blankfein | Chairman, Chief Executive Officer |
| Gary D. Cohn | President, co-Chief Operating Officer |
| Jon Winkelried | President, co-Chief Operating Officer |
| John S. Weinberg | Vice Chairman |

IN WITNESS WHEREOF, the undersigned have signed this Consent as of the 17th day of July, 2006.

Lloyd C. Blankfein

Gary D. Cohn

Suzanne Nora Johnson

John S. Weinberg

Jon Winkelried

THE GOLDMAN, SACHS & CO. L.L.C.**Written Consent of Directors**

The undersigned, being Directors of THE GOLDMAN, SACHS & CO. L.L.C., a Delaware limited liability company (the "Company"), hereby take the following action in lieu of a meeting:

RESOLVED, that Lloyd C. Blankfein is hereby removed as President and Chief Operating Officer of the Company;

FURTHER RESOLVED, that the following persons are elected to hold the offices of the Company set forth opposite their respective names from the date hereof until their successors are elected and qualified or until their earlier resignation or removal or until such persons cease to be employed by The Goldman Sachs Group, Inc. ("GS") or any company controlled by or under common control with GS, with such officers having such powers and duties in the management of the Company as generally pertain to their respective offices:

| | |
|--------------------|---------------------------------------|
| Lloyd C. Blankfein | Chairman, Chief Executive Officer |
| Gary D. Cohn | President, co-Chief Operating Officer |
| Jon Winkelried | President, co-Chief Operating Officer |
| John S. Weinberg | Vice Chairman |

IN WITNESS WHEREOF, the undersigned have signed this Consent as of the 17th day of July, 2006.

Lloyd C. Blankfein

Gary D. Cohn

Suzanne Nora Johnson

John S. Weinberg



Jon Winkelried

THE GOLDMAN, SACHS & CO. L.L.C.
Written Consent of Directors

The undersigned, being Directors of THE GOLDMAN, SACHS & CO. L.L.C., a Delaware limited liability company (the "Company"), hereby take the following action in lieu of a meeting:

RESOLVED, that the following person(s) is/are elected to hold the office(s) of the Company set forth opposite his/her/their respective name(s) from the date hereof until his/her/their successor(s) is/are elected and qualified or until his/her/their earlier resignation or removal or until such person(s) ceases to be employed by The Goldman Sachs Group, Inc. ("GS") or any company controlled by or under common control with GS, with such officers having such power and duties in the management of the Company as generally pertain to their respective offices, and that all persons previously elected as officers of the Company are hereby removed as officers of the Company:

| | |
|-------------------------|--------------------------|
| Henry M. Paulson, Jr. | Chairman |
| Suzanne M. Nora Johnson | Vice Chairman |
| Lloyd C. Blankfein | President |
| Henry M. Paulson, Jr. | Chief Executive Officer |
| Lloyd C. Blankfein | Chief Operating Officer |
| David A. Viniar | Chief Financial Officer |
| David A. Viniar | Executive Vice President |
| Gregory K. Palm | Secretary |
| Está E. Stecher | Secretary |
| Elizabeth E. Beshel | Treasurer |
| Julie Abraham | Assistant Secretary |
| Matthew Furman | Assistant Secretary |
| Kenneth L. Josselyn | Assistant Secretary |
| Matthew E. Tropp | Assistant Secretary |
| Steven M. Bunson | Assistant Treasurer |
| Amol S. Naik | Assistant Treasurer |

Gregory K. Palm

General Counsel

Estia E. Stecher

General Counsel

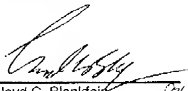
Frances R. Bermanzohn

Deputy General Counsel

Kenneth L. Josselyn

Associate General Counsel

IN WITNESS WHEREOF, the undersigned have signed this Consent as of the 17th day of May, 2006.


Lloyd C. Blankfeld *OK*

Suzanne M. Nora Johnson

Henry M. Paulson, Jr.

Gregory K. Palm

General Counsel

Esta E. Stecher

General Counsel

Frances R. Bermanzohn

Deputy General Counsel

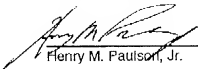
Kenneth L. Josselyn

Associate General Counsel

IN WITNESS WHEREOF, the undersigned have signed this Consent as of the 17th day of May, 2006.

Lloyd C. Blankfein

Suzanne M. Nora Johnson



Henry M. Paulson, Jr.

ANNEX D

ARTICLE I

General Provisions

1. *General.* The partnership name shall be Goldman, Sachs & Co., and the business shall be to engage (directly or through subsidiary or affiliated companies) in the financial services and securities businesses including, without limitation, investment banking, public or private finance, financial advisory services, merchant banking, asset or hedge fund management, or securities, futures, commodities, derivatives or currency brokerage sales, lending, custody, clearance settlement or trading in any place in the world and such other activities as LLC may determine, foreign and domestic exchange and investments of all kinds, and acting as broker in the buying and selling of real estate or interests therein.